

# Director/PDMR Shareholding

RNS Number : 4781K  
Ocado Group PLC  
16 April 2015

DIRECTOR/PDMR SHAREHOLDING  
OCADO GROUP PLC

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## Ocado Group plc Director/PDMR Notification

Ocado Group plc ("the Company") announces that it has received notification, pursuant to the FCA's Disclosure Rules and Transparency Rules 3.1.2R, on 15 April 2015, in connection with its directors' participation in the Ocado Share Incentive Plan ("SIP").

The SIP is a HMRC tax-advantaged all-employee share scheme, under which employees are able to purchase ordinary shares in the Company of 2 pence each at market value ("Partnership Shares"), using deductions from salary each month, and receive allocations of matching ordinary shares of 2 pence each ("Matching Shares").

The Ocado directors listed below (the "Directors") purchased the number of Partnership Shares set out in the table below, at a price of £3.64 per Partnership Share, and were allocated (for no consideration) the number of Matching Shares set out in the table below. These shares are held by the employee benefit trust for the SIP.

Name	Position	Number of Partnership Shares	Number of Matching Shares	Total shares	Total SIP holding to-date
Tim Steiner	Chief Executive Officer	41	6	47	1,518
Duncan Tatton-Brown	Chief Financial Officer	42	6	48	1,511

Mark Richardson	Operations Director	41	6	47	1,562
Neill Abrams	Legal & Business Affairs Director	41	6	47	1,384

As a result of the above transaction, the interests of the Directors (and their connected persons) in the Company's ordinary shares (excluding any interests, options and awards under the Company's Long Term Incentive Plan, Sharesave, 2001 Executive Share Option Scheme, 2014 Executive Share Option Scheme, Joint Share Ownership Scheme and Growth Incentive Plan) are:

Name	Number of Ordinary Shares held	Percentage of issued share capital
Tim Steiner	28,696,863	4.62%
Duncan Tatton-Brown	159,376	0.026%
Mark Richardson	1,562	0.0003%
Neill Abrams	1,875,083	0.302%

The SIP was approved by shareholders at the Company's Annual General Meeting on 11 May 2011.

For the purposes of DTR 3.1.3, the above transactions took place in the United Kingdom, with an issue date of 15 April 2015 and the Company/ the Directors being notified on 15 April 2015.

Further information concerning each Director's other interests in shares and share schemes are set out in the Company's annual report and accounts for the 52 weeks ended 30 November 2014, except as otherwise amended by a subsequent announcement.

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